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Forever 21, Inc., Forever 21 Retail,
Inc., Forever 21 Logistics, LLC,
Do Won Chang and Jin Sook Chang

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

-----X
ANNA SUI CORP.,

Plaintiff,

-v-

FOREVER 21, INC., FOREVER 21 RETAIL,
INC., FOREVER 21 LOGISTICS, LLC,
DO WON CHANG, JIN SOOK CHANG,
GADZOOKS, INC., GERALD P. SZCZEPANSKI
and JOHN DOES 1 to 20,

Defendants.
-----X

07 Civ. 3235 (TPG)(JCF)

**DECLARATION OF JIN SOOK CHANG IN SUPPORT OF
MOTION TO DISMISS PLAINTIFF'S FIRST AMENDED COMPLAINT FOR
LACK OF PERSONAL JURISDICTION PURSUANT TO FED. R. CIV. P. 12(b)(2)**

JIN SOOK CHANG hereby declares:

1. I am a co-founder and Head Buyer of Forever 21, Inc. located at 2001 S. Alameda Street, Los Angeles, CA 90058.

2. I have performed all activities relating to the design, distribution and sale of Forever 21 products exclusively in my capacity as an employee of Forever 21, Inc.

3. I am a resident of the State of California.

4. I do not own any property in the State of New York.

5. I have no bank accounts in the State of New York.

6. I am not subject to any obligation to pay New York state income taxes.

7. I do not have a New York state driver's license.

8. I do not conduct and have never conducted business in the State of New York in any capacity other than as an employee of Forever 21, Inc.

9. I do not consent to personal jurisdiction in the State of New York.

10. I do not regularly travel to the State of New York for any purpose.

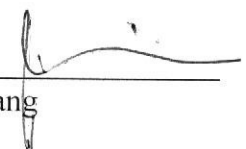
11. Any business travel by me to New York State in my capacity as an employee of Forever 21, Inc. would not in any way be related to the subject matter of this lawsuit.

12. I did not receive service of process in the State of New York for this lawsuit and object to personal jurisdiction in this Court.

I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge.

Date: Dec 3, 2007

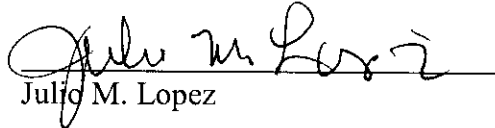
By:


Jin Sook Chang

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of DECLARATION OF JIN SOOK CHANG
IN SUPPORT OF MOTION TO DISMISS PLAINTIFF'S FIRST AMENDED COMPLAINT
FOR LACK OF PERSONAL JURISDICTION PURSUANT TO FED. R. CIV. P. 12(b)(2) was
served upon counsel for Plaintiff by ECF and First-Class Mail, postage prepaid, on this 14th day
of December 2007, addressed as follows:

Marya Lenn Yee, Esq.
Amy C. Opp, Esq.
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Julio M. Lopez